

**Company registration number: 109001**

**Tullow Oil Limited**

**Financial statements**

**for the financial year ended 31 December 2022**

# Tullow Oil Limited

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## Tullow Oil Limited

### Directors and other information

<b>Directors</b>	Mr. Richard Miller Mr. Adam Holland
<b>Secretary</b>	Mr. Adam Holland
<b>Company number</b>	109001
<b>Registered office</b>	11 Adelaide Road Dublin 2 D02 TR79
<b>Auditor</b>	Robert J. Kidney & Co. 11 Adelaide Road Dublin 2
<b>Bankers</b>	JP Morgan Chase Bank 25 Bank Street London E14 5JP
<b>Solicitors</b>	Matheson 70 Sir John Rogerson's Quay Grand Canal Dock Dublin 2

## **Tullow Oil Limited**

### **Directors report**

The directors present their annual report and the audited financial statements of the company for the financial year ended 31 December 2022.

#### **Directors**

The names of the persons who at any time during the financial year were directors of the company are as follows:

Mr. Richard Miller

Mr. Adam Holland

#### **Principal activities**

The company is a subsidiary within the Tullow Oil plc group. Previously the company was engaged in the provision of technical services to other members of the Tullow Oil Group. This activity ceased in 2020.

#### **Development and performance**

The company incurred a profit of €291,513 (2021: Loss €2,096,622) for the year. The company did not trade during the year and the result reflects ongoing activity in preparing the wind up the company.

#### **Assets and liabilities and financial position**

As noted above, the company forms a part of the Tullow Oil plc (the "group"). The principal financial, liquidity and credit risks and uncertainties facing the company are the assurance of the continued availability of group financial support for the company.

The directors of the company have received confirmation in writing that Tullow Oil plc will continue to guarantee the financial viability of the company for at least 12 months from the date of this report.

#### **Principal risks and uncertainties**

The directors of Tullow Oil plc, the ultimate parent company, have developed procedures to manage the operational risks and uncertainties of the group at a group level rather than at an individual business unit level. Aside from the financing risks discussed above there are no other significant risks and uncertainties as the company has ceased its activities and is being prepared to be wound down in due course.

#### **Going concern**

The consideration by the directors in relation to going concern are set out in Note 3 to the financial statements.

#### **Subsequent events**

There have been no significant events between the balance sheet date and the date of signing of the financial statements which require adjustment to or disclosure in the financial statements.

#### **Dividends**

During the financial year the directors have not paid any dividends or recommended payment of a final dividend.

#### **Directors and secretary and their interests**

The interests of the directors in the parent company, Tullow Oil plc, are less than 1% of the issued share capital of that company and as a result are not required to disclose their interests in the group.

## **Tullow Oil Limited**

### **Directors report (continued)**

#### **Accounting records**

The measures taken by the directors to secure compliance with the requirements of sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records are the implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The accounting records of the company are located at 9 Chiswick Park, 566 Chiswick High Rd., Chiswick, London W4 5XT, United Kingdom.

#### **Relevant audit information**

In the case of each of the persons who are directors at the time this report is approved in accordance with section 332 of Companies Act 2014:

- so far as each director is aware, there is no relevant audit information of which the company's statutory auditors are unaware, and
- each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's statutory auditors are aware of that information.

This report was approved by the board of directors on 31 July 2023 and signed on behalf of the board by:

Mr. Adam Holland  
Director

Mr. Richard Miller  
Director

## **Tullow Oil Limited**

### **Directors responsibilities statement**

The directors are responsible for preparing the directors report and the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Independent auditor's report to the members of  
Tullow Oil Limited**

**Report on the audit of the financial statements**

***Opinion***

We have audited the financial statements of Tullow Oil Limited (the 'company') for the financial year ended 31 December 2022 which comprise the profit and loss account, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies set out in note 3. The financial reporting framework that has been applied in their preparation is Irish law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion, the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2022 and of its profit for the financial year then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2014.

***Basis for opinion***

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

***Conclusions relating to going concern***

In auditing the financial statements, we have concluded that the directors use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

***Other Information***

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Independent auditor's report to the members of  
Tullow Oil Limited (continued)**

***Opinions on other matters prescribed by the Companies Act 2014***

Based solely on the work undertaken in the course of the audit, we report that:

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited, and financial statements are in agreement with the accounting records.

***Matters on which we are required to report by exception***

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

**Respective responsibilities**

***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

***Auditor's responsibilities for the audit of the financial statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

**Independent auditor's report to the members of  
Tullow Oil Limited (continued)**

As part of an audit in accordance with ISAs (Ireland), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

***The purpose of our audit work and to whom we owe our responsibilities***

Our report is made solely to the company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

James Gleeson (Senior Statutory Auditor)

For and on behalf of  
Robert J. Kidney & Co.  
Chartered Accountants and Registered Auditors  
11 Adelaide Road  
Dublin 2

31 July 2023

**Tullow Oil Limited**

**Profit and loss account  
Financial year ended 31 December 2022**

	<b>Note</b>	<b>2022</b> €	2021 €
<b>Turnover</b>		-	-
Cost of sales		-	(7,673)
<b>Gross profit/(loss)</b>		-	(7,673)
Administrative expenses		291,513	(2,063,306)
<b>Operating profit/(loss)</b>	<b>4</b>	291,513	(2,070,979)
<b>Profit/(loss) before taxation</b>		291,513	(2,070,979)
Tax on profit/(loss)	<b>6</b>	-	(25,643)
<b>Profit/(loss) for the financial year</b>		291,513	(2,096,622)

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the financial year as set out above.

**The notes on pages 11 to 16 form part of these financial statements.**

**Tullow Oil Limited**

**Balance sheet  
As at 31 December 2022**

	Note	2022 €	€	2021 €	€
<b>Current assets</b>					
Debtors	8	1,296,424		1,364,248	
		<u>1,296,424</u>		<u>1,364,248</u>	
<b>Creditors: amounts falling due within one year</b>					
	9	(1,493,042)		(1,852,379)	
				<u>(1,852,379)</u>	
<b>Net current liabilities</b>			(196,618)		(488,131)
<b>Total assets less current liabilities</b>			<u>(196,618)</u>		<u>(488,131)</u>
<b>Net liabilities</b>			<u>(196,618)</u>		<u>(488,131)</u>
<b>Capital and reserves</b>					
Called up share capital presented as equity			77,506,425		77,506,425
Share premium account	10		1,072,987		1,072,987
Profit and loss account	10		(78,776,030)		(79,067,543)
			<u>(196,618)</u>		<u>(488,131)</u>
<b>Shareholders deficit</b>			<u>(196,618)</u>		<u>(488,131)</u>

These financial statements were approved by the board of directors on 31 July 2023 and signed on behalf of the board by:

Mr. Adam Holland  
Director

Mr. Richard Miller  
Director

**The notes on pages 11 to 16 form part of these financial statements.**

**Tullow Oil Limited**

**Statement of changes in equity  
Financial year ended 31 December 2022**

	Called up share capital €	Share premium account €	Profit and loss account €	<b>Total</b> €
<b>At 1 January 2021</b>	77,506,425	1,072,987	(76,970,921)	1,608,491
Profit/(loss) for the financial year			(2,096,622)	(2,096,622)
<b>Total comprehensive income for the financial year</b>	-	-	(2,096,622)	(2,096,622)
<b>At 31 December 2021 and 1 January 2022</b>	77,506,425	1,072,987	(79,067,543)	(488,131)
Profit/(loss) for the financial year			291,513	291,513
<b>Total comprehensive income for the financial year</b>	-	-	291,513	291,513
<b>At 31 December 2022</b>	77,506,425	1,072,987	(78,776,030)	(196,618)

## **Tullow Oil Limited**

### **Notes to the financial statements Financial year ended 31 December 2022**

#### **1. General information**

The company is a private company limited by shares, registered in Ireland. The address of the registered office is 11 Adelaide Road, Dublin 2, D02 TR79.

#### **2. Statement of compliance**

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

#### **3. Accounting policies and measurement bases**

##### **Basis of preparation**

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in Euro, which is the functional currency of the entity.

## Tullow Oil Limited

### Notes to the financial statements (continued) Financial year ended 31 December 2022

#### Going concern

The Company made a profit of €291,513 (2021: Loss €2,096,622) for the year ended 31 December 2022. As at 31 December 2022 the company had a net liability position of €196,618 (2021: €488,131).

The Directors consider the going concern assessment period of 12 months from the date of approval of the financial statements. As the treasury activities are managed centrally as a group, the Directors are reliant on the letter of support from Tullow Oil plc ("the parent company") which states that the parent company can and will provide the necessary financial support to ensure that the Company will be able to meet its liabilities as and when they fall due for a period of 12 months from the date of signing of these financial statements. In assessing the ability of the parent company to provide such support, the Directors have considered the Tullow Oil plc group going concern assessment for the purposes of the approval of the Tullow Oil plc consolidated financial statements and then obtained suitable additional information, to ensure that the full financial support period has been considered.

Tullow Oil plc disclosed the following in its Annual Report dated 7 March 2023:

"The Directors consider the going concern assessment period to be up to 31 March 2024. The Group closely monitors and manages its liquidity headroom. Cash forecasts are regularly produced, and sensitivities run for different scenarios including, but not limited to, changes in commodity prices, different production rates from the Group's producing assets and different outcomes on ongoing disputes or litigation. Management has applied the following oil price assumptions for the going concern assessment: Base Case: \$84/bbl for 2023, \$79/bbl for 2024; and Low Case: \$70/bbl for 2023, \$70/bbl for 2024. The Low Case includes, amongst other downside assumptions, a 5% production decrease compared to the Base Case. At 31 December 2022, the Group had \$1.1 billion liquidity headroom consisting of c.\$0.6 billion free cash and \$0.5 billion available under the revolving credit facility. The Group's forecasts show that the Group will be able to operate within its current debt facilities and have sufficient financial headroom for the going concern assessment period under its Base Case and Low Case."

As the period of support provided by the parent company to the Company is 12 months from approval of the financial statements and the above assessment was only to 31 March 2023, the Directors have obtained extended forecasts for the Group up to 30 June 2024 and performed an updated assessment. This reached the same conclusion as above that the Group will have sufficient headroom throughout the extended assessment period under both Base Case and Low Case and, accordingly, the Directors have been able to gain sufficient assurance that the parent company will be able to provide the financial support as indicated in their support letter for the Company assessment period of 12 months from approval of the financial statements.

Based on the above, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the going concern assessment period. Accordingly, the Company has adopted the going concern basis of accounting in preparing the financial statements.

## **Tullow Oil Limited**

### **Notes to the financial statements (continued) Financial year ended 31 December 2022**

#### **Taxation**

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in capital and reserves. In this case, tax is recognised in other comprehensive income or directly in capital and reserves, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

#### **Foreign currencies**

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to profit or loss.

## Tullow Oil Limited

### Notes to the financial statements (continued) Financial year ended 31 December 2022

#### Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

#### 4. Operating profit/(loss)

Operating profit/(loss) is stated after charging/(crediting):

	<b>2022</b>	2021
	€	€
Foreign exchange differences	(800)	(14,414)
Fees payable for the audit of the financial statements	7,500	5,000
	<u>7,500</u>	<u>5,000</u>

**Tullow Oil Limited**

**Notes to the financial statements (continued)**  
**Financial year ended 31 December 2022**

**5. Staff costs**

The aggregate payroll costs incurred during the financial year were:

	<b>2022</b>	<b>2021</b>
	€	€
Wages and salaries	(132,247)	(1,103,012)
Social insurance costs	-	8,262
	(132,247)	(1,094,750)
	(132,247)	(1,094,750)

**6. Tax on profit/loss**

**Major components of tax expense**

	<b>2022</b>	<b>2021</b>
	€	€
<b>Current tax:</b>		
Foreign current tax expense	-	25,643
	-	25,643
<b>Tax on profit/loss</b>	-	25,643

**Reconciliation of tax expense**

The tax assessed on the profit/loss for the financial year is lower than (2021: higher than) the standard rate of corporation tax in Ireland of 12.50% (2021: 12.50%).

	<b>2022</b>	<b>2021</b>
	€	€
Profit/(loss) before taxation	291,513	(2,070,979)
	291,513	(2,070,979)
Profit/(loss) multiplied by rate of tax	36,439	(258,872)
Utilisation of tax losses	(36,439)	-
Unrelieved tax losses	-	258,872
Overseas taxation	-	25,643
	-	25,643
Tax on profit/loss	-	25,643

**7. Appropriations of profit and loss account**

	<b>2022</b>	<b>2021</b>
	€	€
At the start of the financial year	(79,067,543)	(76,970,921)
Profit/(loss) for the financial year	291,513	(2,096,622)
	(78,776,030)	(79,067,543)
<b>At the end of the financial year</b>	(78,776,030)	(79,067,543)

## Tullow Oil Limited

### Notes to the financial statements (continued) Financial year ended 31 December 2022

#### 8. Debtors

	2022	2021
	€	€
Amounts owed by group undertakings	1,069,733	583,021
Other debtors	226,691	781,227
	<u>1,296,424</u>	<u>1,364,248</u>

The amounts due from group undertakings are unsecured, interest free and have no fixed repayment date.

#### 9. Creditors: amounts falling due within one year

	2022	2021
	€	€
Trade creditors	-	30,750
Amounts owed to group undertakings	1,485,542	1,816,629
Accruals	7,500	5,000
	<u>1,493,042</u>	<u>1,852,379</u>

#### 10. Reserves

Profit and loss account: This represents the accumulated losses of the company.

#### 11. Controlling party

The company is a 100% subsidiary of Tullow Oil plc, registered in England and Wales.

#### 12. Share Capital

The authorised share capital of the company for the current and prior year is 400,000,000 Ordinary Shares of €1 (one euro) each. The issued share capital at 31 December 2021 is 77,506,425 (2018: 77,506,425) Ordinary Shares of €1 (one euro) each.

#### 13. Ultimate holding company

Tullow Oil plc, a company incorporated in the United Kingdom whose registered address is referred to below, is Tullow Oil Limited's immediate and ultimate holding company. The parent undertaking is the only group which includes the company and for which consolidated financial statements are produced. These consolidated financial statements can be obtained from Tullow Oil plc, 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT.

#### 14. Approval of financial statements

The board of directors approved these financial statements for issue on 31 July 2023.